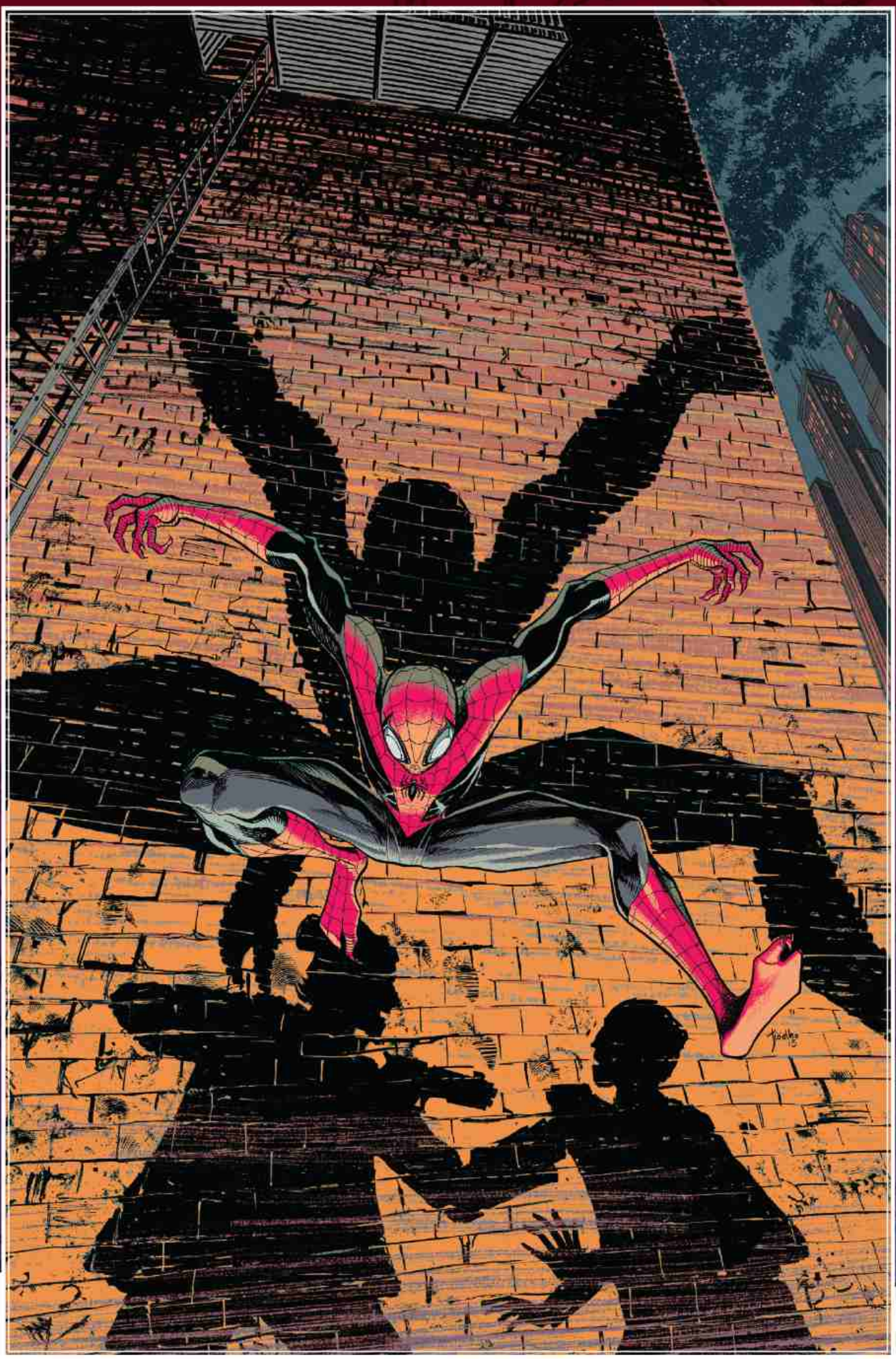
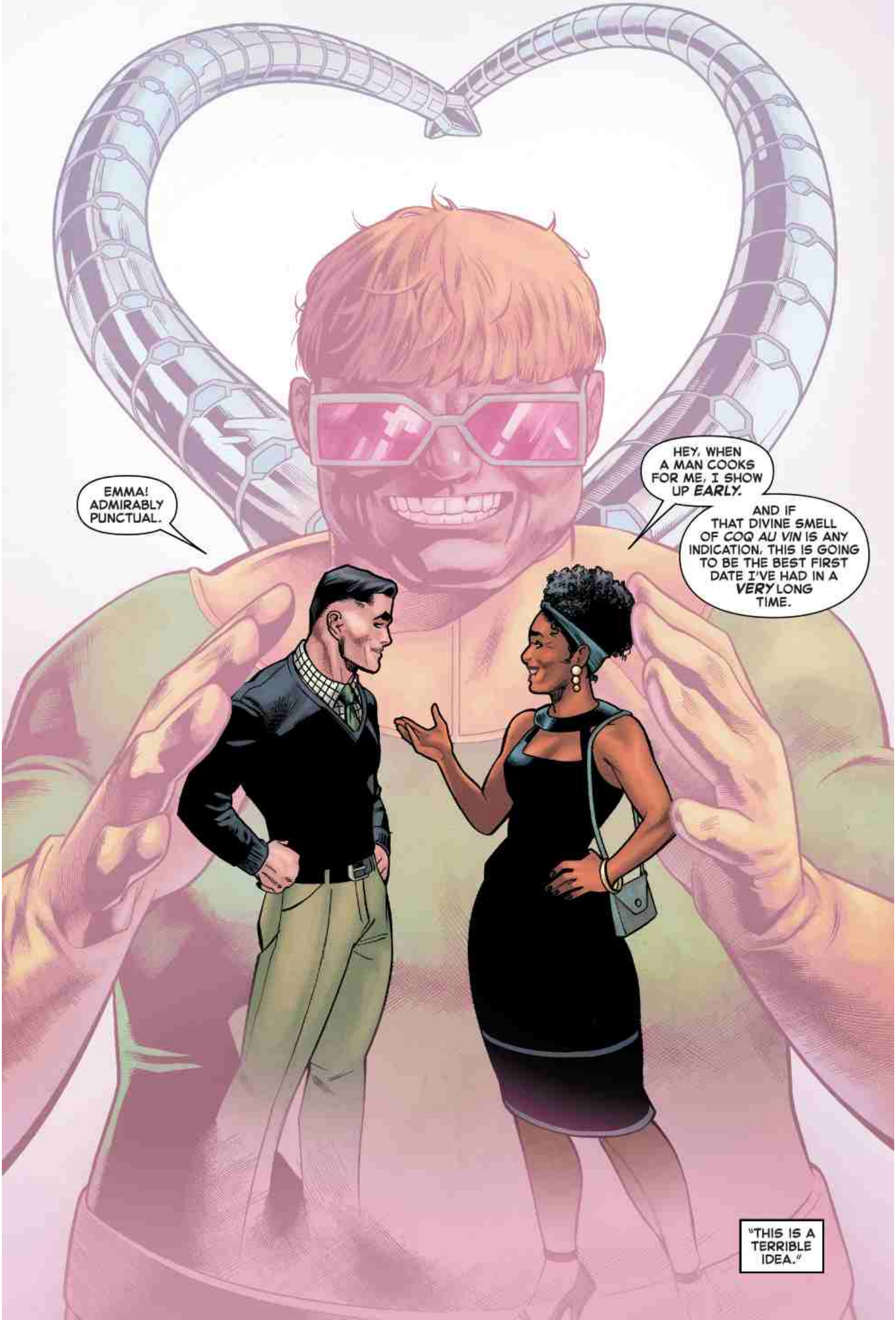
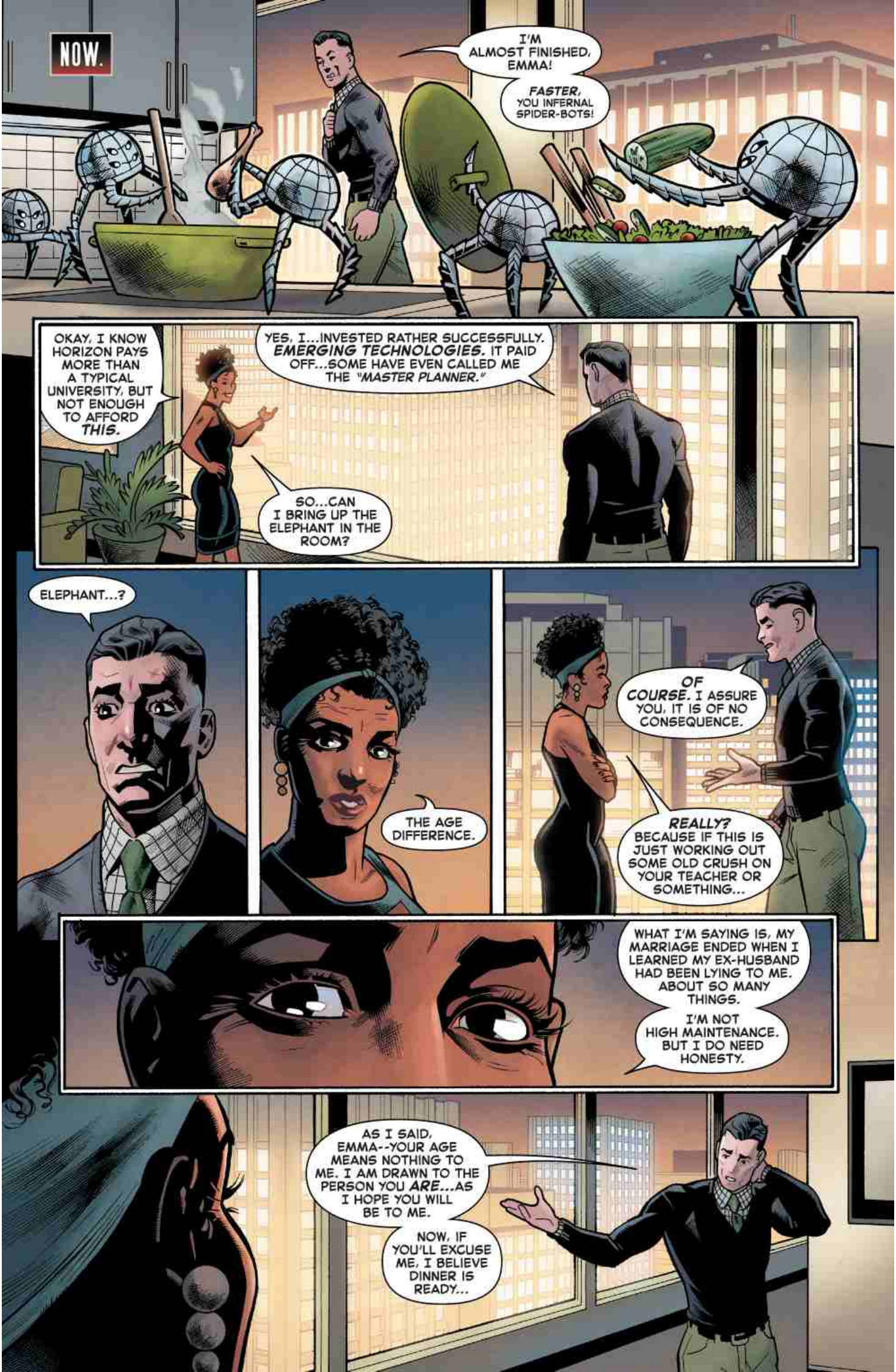



EMMA! ADMIRABLY PUNCTUAL.
HEY, WHEN A MAN COOKS FOR ME, I SHOW UP *EARLY.*
AND IF THAT DIVINE SMELL OF *COQ AU VIN* IS ANY INDICATION, THIS IS GOING TO BE THE BEST FIRST DATE I'VE HAD IN A *VERY* LONG TIME.
"THIS IS A TERRIBLE IDEA."

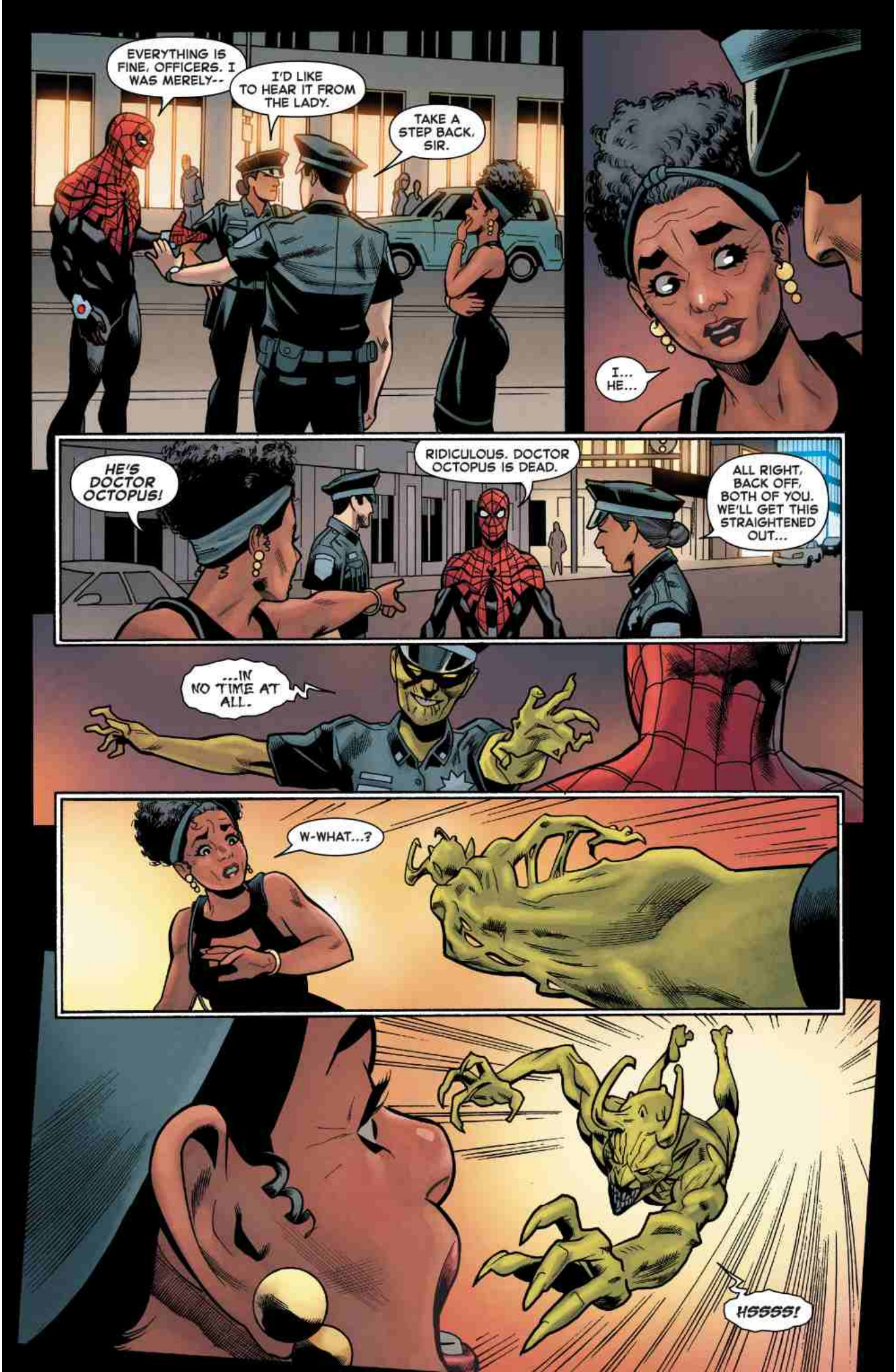
YESTERDAY.
HORIZON UNIVERSITY. THE LABORATORY OF ANNA MARIA MARCONI.
YOU CONFOUND ME, ANNA. YOU'VE BEEN ADVOCATING FOR ME TO CONNECT WITH OTHERS. TO BE, AS YOU SAY, A "NORMAL PERSON."
AND YOU'VE MADE PROGRESS. BUT THE NEXT STEP IS WATER COOLER CHAT, MAYBE A DRINK AFTER WORK.
I WORRY AN ACTUAL DATE IS TOO MUCH, TOO SOON. YOUR HISTORY IS...LET'S BE KIND AND SAY "PROBLEMATIC."
I ADMIT IT WAS WRONG OF ME TO ROMANCE YOU WHILE MY CONSCIOUSNESS OCCUPIED THE BODY OF PETER PARKER.
BUT THIS IS ME!
IT IS NOT YOU! "YOU" IS DOCTOR OCTOPUS! A CRIMINAL ON THE TEN MOST WANTED LIST!
FIVE. AND THE RED SKULL HAS AN UNFAIR ADVANTAGE. IT'S HARD TO COMPETE WITH AN ACTUAL NAZI.
BUT THAT'S ALL IN THE PAST. I AM A HERO NOW! THE SUPERIOR SPIDER-MAN! THIS IS WHO I AM!
I'M NOT ARGUING SEMANTICS. BOTTOM LINE: IT'S NOT RIGHT TO KEEP SOMETHING THIS HUGE FROM A WOMAN YOU'RE DATING.
IF THINGS WITH EMMA SEEM LIKE THEY'RE GOING SOMEWHERE, YOU HAVE TO TELL HER THE TRUTH.
OR YOU'RE JUST BEING THE SAME SELFISH JERK YOU ALWAYS WERE.
I... SHALL TAKE THAT UNDER ADVISEMENT.
HONESTY IS IMPORTANT...


NOW.
I'M ALMOST FINISHED, EMMA!
FASTER, YOU INFERNAL SPIDER-BOTS!
OKAY, I KNOW HORIZON PAYS MORE THAN A TYPICAL UNIVERSITY, BUT NOT ENOUGH TO AFFORD THIS.
YES, I...INVESTED RATHER SUCCESSFULLY. EMERGING TECHNOLOGIES. IT PAID OFF...SOME HAVE EVEN CALLED ME THE "MASTER PLANNER."
SO...CAN I BRING UP THE ELEPHANT IN THE ROOM?
ELEPHANT...?
THE AGE DIFFERENCE.
OF COURSE. I ASSURE YOU, IT IS OF NO CONSEQUENCE.
REALLY? BECAUSE IF THIS IS JUST WORKING OUT SOME OLD CRUSH ON YOUR TEACHER OR SOMETHING...
WHAT I'M SAYING IS, MY MARRIAGE ENDED WHEN I LEARNED MY EX-HUSBAND HAD BEEN LYING TO ME. ABOUT SO MANY THINGS.
I'M NOT HIGH MAINTENANCE. BUT I DO NEED HONESTY.
AS I SAID, EMMA--YOUR AGE MEANS NOTHING TO ME. I AM DRAWN TO THE PERSON YOU ARE...AS I HOPE YOU WILL BE TO ME.
NOW, IF YOU'LL EXCUSE ME, I BELIEVE DINNER IS READY...

...AND I ALWAYS WONDERED WHAT I COULD'VE ACCOMPLISHED IF I'D BEEN ABLE TO AFFORD COLLEGE. SO I DEDICATED MYSELF TO HELPING OTHER KIDS NOT HAVE TO WORRY ABOUT THAT.
ADMIRABLE. BUT AS SOMEONE WHO'S BEEN AROUND MANY TOP UNIVERSITIES, LET ME ASSURE YOU-- YOU HAVE QUALITIES THAT CANNOT BE *TAUGHT.*
INTELLIGENCE. CURIOSITY. AND THE DRIVE TO ALWAYS LEARN MORE.
THE *WORLD* IS YOUR UNIVERSITY, EMMA. AND YOU ARE ITS STAR PUPIL.
DESSERT...
DRINKS...
AND...
NORMALLY I'D HAVE LET YOU MAKE THE FIRST MOVE. BUT I FEEL LIKE WE'VE GOT SOME REAL *CHEMISTRY,* ELLIOT.
I HOPE YOU DON'T MIND.
ON THE CONTRARY. I QUITE AGREE ABOUT OUR RAPPORT.
IN FACT, THERE'S SOMETHING I WANT TO SHARE WITH YOU. SOMETHING I FEEL I CAN...NO, *MUST* TRUST YOU WITH.
MY TRUE NAME IS *OTTO OCTAVIUS.*

FIFTEEN MINUTES LATER.
...AND SO, THE AGE DIFFERENCE YOU ARE SO CONCERNED WITH ***DOES NOT EXIST!*** MY BODY ONLY APPEARS YOUNG, THANKS TO ADVANCED SCIENCE.
BUT IF IT STILL TROUBLES YOU, I'M SURE I COULD CRAFT YOU A YOUNGER BODY, GIVEN TIME.
THAT'S VERY SWEET OF YOU, ELLIOT-- OTTO.
HEY, IS THAT YOUR BATHROOM?
OH, YES. FIRST DOOR ON THE LEFT.
I MUST SAY, EMMA, YOU TOOK THAT WELL. FAR BETTER THAN I EXPECTED.
BUT I SHOULD HAVE KNOWN A LADY OF YOUR LIFE EXPERIENCE AND REFINEMENT WOULDN'T BE SO QUICK TO PASS JUDGMENT--
EMMA...?
BUT THAT'S THE ***FRONT*** DOOR...

OH MY GOD.
I'M GONNA BE THE WOMAN ON THE TRUE CRIME PODCAST WHERE EVERYONE SAYS, "HOW DID SHE NOT *KNOW?*"
OFFICERS! OVER HERE!
EMMA, CAN WE PLEASE *DISCUSS* THIS?
WAIT. YOU REALLY *ARE* THAT SPIDER-GUY? THE ONE WHO SAVED THE CITY?
THE *SUPERIOR* SPIDER-MAN. I TOLD YOU AS MUCH. WHAT IS THE REASON FOR THESE HISTRIONICS?
YOU'RE A *SUPER VILLAIN,* THAT'S THE REASON! YOU LED A WHOLE TEAM OF SUPER VILLAINS CALLED THE *"SINISTER SIX"!*
THAT WAS MEANT TO BE IRONIC. WHAT THE YOUNG PEOPLE CALL *"TROLLING."*
BUT WEREN'T YOU *LISTENING?* I TOLD YOU, THIS BODY DOES NOT HAVE THE BRAIN DAMAGE MY OLD ONE DID. I AM A *HERO* NOW.
HEY! IS EVERYTHING ALL RIGHT HERE?


EVERYTHING IS FINE, OFFICERS. I WAS MERELY--
I'D LIKE TO HEAR IT FROM THE LADY.
TAKE A STEP BACK, SIR.
I... HE...
HE'S DOCTOR OCTOPUS!
RIDICULOUS. DOCTOR OCTOPUS IS DEAD.
ALL RIGHT, BACK OFF, BOTH OF YOU. WE'LL GET THIS STRAIGHTENED OUT...
...IN NO TIME AT ALL.
W-WHAT...?
HSSSS!

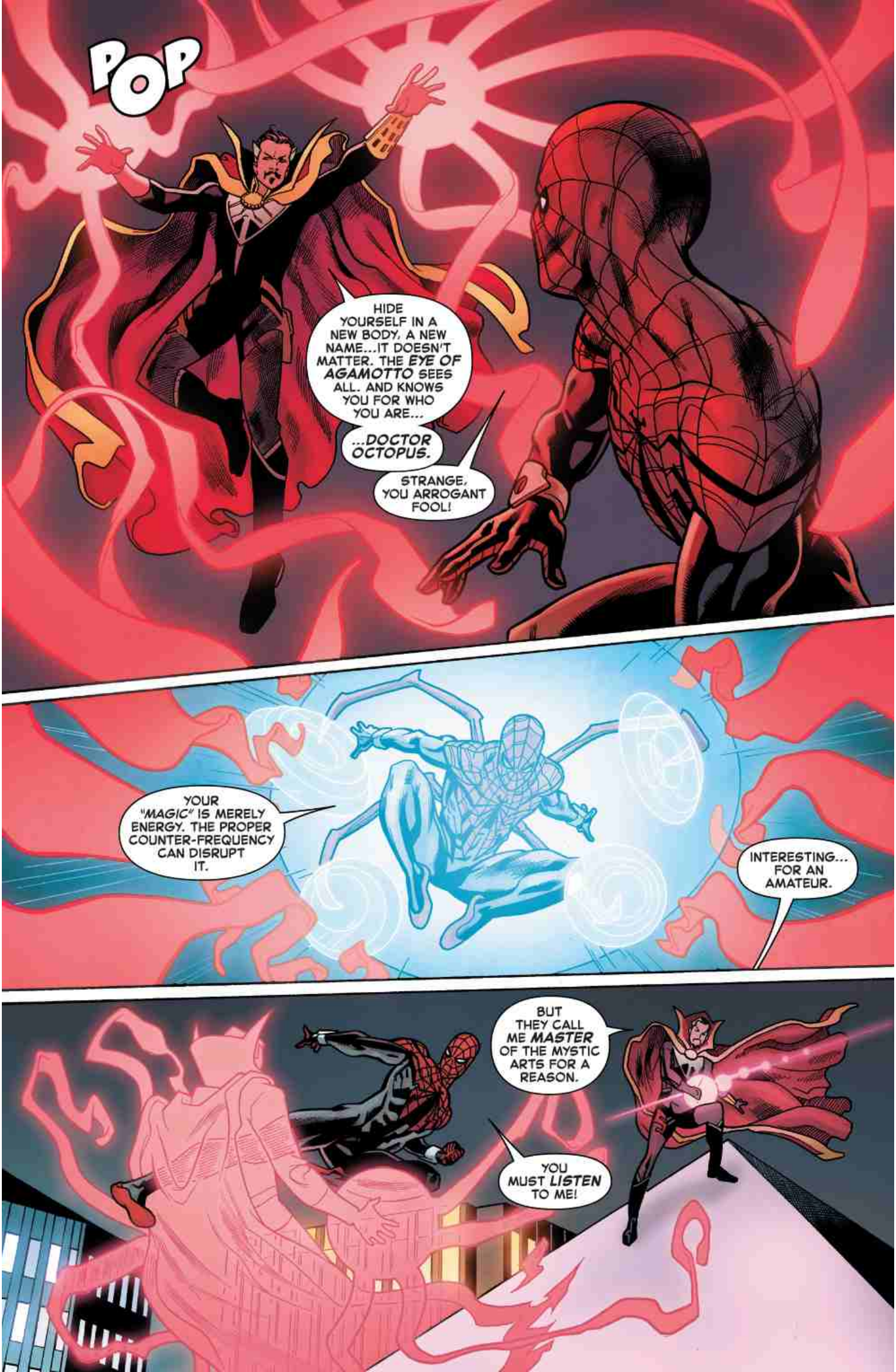
GLLKK!
WHAKK
WHAT OBSCENITY--?
EMMA!
HE'S RESISTING! GET HIM!
I SHALL DO FAR MORE THAN RESIST, MONSTROSITY...
...I SHALL LAY YOU LOW!
WHABAM
EMMA! ARE YOU ALL RIGHT?
I... I...

I'M GREAT, LOVER.
LET'S SUCK FACE. HA HA HAAA!
MY SENSORS DETECT SUPERNATURAL ENERGY. DEMONS.
THIS IS SOME SORT OF POSSESSION...THOSE TINY HOMUNCULI BEING THE VESSELS, NO DOUBT.
HSSS!
FORGIVE ME.
THIS IS NOT HOW I NORMALLY CONDUCT MYSELF ON A DATE.
BOOT
HELP! HE'S KIDNAPPING ME!
HEY! LEAVE THAT LADY ALONE!
"LADY"? ARE YOU BLIND?
THWIP

PERHAPS THEY *ARE*. CLEARLY THESE CREATURES CAN SELECTIVELY CONCEAL THEIR TRUE APPEARANCE.
BUT WITH PROPERLY CALIBRATED FILTERS, MY TECHNOLOGY CAN PIERCE THE ILLUSION.
MY SECURITY SCANNERS ARE DIRECTED WITHIN THE APARTMENT, BUT IT'S A SIMPLE MATTER TO AIM THEM OUTWARD...
THERE...THE STREET BELOW. AND WITH A SLIGHT ADJUSTMENT...
AS I THOUGHT.
THERE IS AN *INFESTATION* HERE.

HAAA HA HA! YOU DON'T KNOW THE HALF OF IT. THIS IS JUST THE BEGINNING, FLESHBAG!
I WILL ENDEAVOR TO FREE YOU FROM THIS POSSESSION, EMMA.
UNTIL THEN, THIS IS THE SAFEST PLACE FOR YOU.
NO PLACE IS SAFE FOR YOU, MEAT!
SOON WE'LL ALL BE ONE. UNITED IN THE UNSPEAKABLE GLORY OF THE MASTER!
I AM BEGINNING TO RECONSIDER DATING.

WITH MY LENSES NOW PROPERLY CALIBRATED, IT'S CLEAR THE DEMON INFESTATION IS FAR WORSE THAN I INITIALLY REALIZED.
HOW I DESPISE SORCERY. IT IS, FRANKLY, OFFENSIVE. THE OPPOSITE OF THE SCIENTIFIC RESEARCH TO WHICH I'VE DEDICATED MY LIFE.
STILL, THERE WAS A TIME I WOULD HAVE ATTEMPTED TO SOLVE THE PROBLEM ON MY OWN RATHER THAN SWALLOW MY PRIDE AND ASK FOR HELP...FROM HIM, ESPECIALLY.
HOWEVER, I AM NOW A BIG ENOUGH MAN TO ADMIT THERE IS NO SHAME IN CALLING FOR CONSULTATION FROM AN EXPERT.
DOCTOR TO DOCTOR.
STEPHEN STRANGE! I REQUIRE YOUR ATTENTION.
YOU'RE NOT SPIDER-MAN. HOW DID YOU GET THIS NUMBER?
I AM THE SUPERIOR SPIDER-MAN, OF SAN FRANCISCO. AND IT IS OF NO CONSEQUENCE HOW I GOT IT. THERE IS A CRISIS--
HOLD THE LINE.
POP
EH? STRANGE! WHERE HAVE YOU GONE--
HERE.


POP
HIDE YOURSELF IN A NEW BODY, A NEW NAME...IT DOESN'T MATTER. THE *EYE OF AGAMOTTO* SEES ALL. AND KNOWS YOU FOR WHO YOU ARE...
...*DOCTOR OCTOPUS.*
STRANGE, YOU ARROGANT FOOL!
YOUR "*MAGIC*" IS MERELY ENERGY. THE PROPER COUNTER-FREQUENCY CAN DISRUPT IT.
INTERESTING... FOR AN AMATEUR.
BUT THEY CALL ME *MASTER* OF THE MYSTIC ARTS FOR A REASON.
YOU MUST *LISTEN* TO ME!

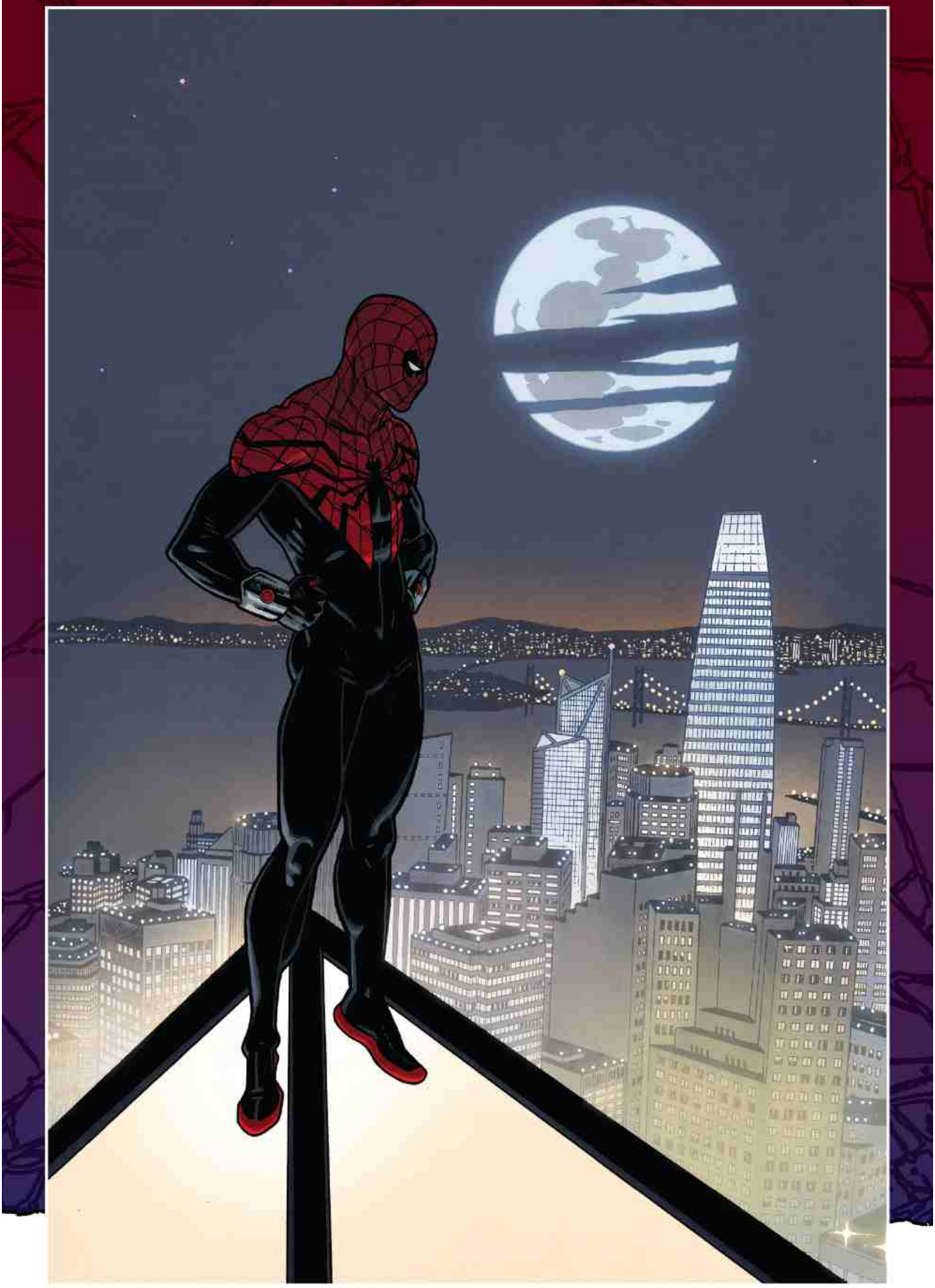
WHY? YOU'RE A CRIMINAL--
WHUFF!
AND YOU WERE ONCE A DRUNKEN DISGRACE.
YOU CHANGED.
YOU'VE MADE A MISTAKE, GETTING CLOSE ENOUGH FOR ME TO USE THE CUFFS OF KRAKKAN.
AND MY CLOAK OF LEVITATION WON'T LET ME FALL FAR.
I'LL SETTLE FOR "FAR ENOUGH."
BY THE SERAPHIM!

AND I AM TO BELIEVE YOU HAVE NOTHING TO DO WITH THIS DEMONIC INCURSION?
I AM THIS CITY'S *PROTECTOR!* WHAT MUST I DO TO CONVINCE YOU--
JUST SAY IT. THE EYE OF AGAMOTTO CONFIRMS YOU'RE TELLING THE TRUTH.
ALL RIGHT. THERE'S CLEARLY A LARGER PROBLEM HERE. I *MAY* HAVE ACTED RASHLY.
YES, BECAUSE YOU ARE THE SAME CONCEITED FOOL YOU ALWAYS WERE.
YOU DON'T EVEN *KNOW* ME, OCTAVIUS. BUT IF YOU WON'T WORK WITH ME TO FIX THIS, I'LL HANDLE IT ALONE.
I CAN TELL YOU THE LOCATIONS OF HIS CULT'S CELLS...
NO. AS UNPLEASANT AS WE MAY FIND EACH OTHER, THE CITY NEEDS US.
I HAVE A SUSPECT. A BEING WHOSE CULTISTS I'VE FOUGHT MORE THAN ONCE... THEY CALL HIM *MASTER PANDEMONIUM.*
PER MY RESEARCH, A MAN WHO MADE A DEAL WITH A DEMONIC ENTITY TO REGAIN LOST BODY PARTS. THEY WERE REPLACED WITH *DEMONS.*
HMM. LAST TIME I SAW PANDEMONIUM, HE WAS GREATLY DIMINISHED... BUT THAT CAN CHANGE.
NO NEED. HE'S CLEARLY CAST SOME OBSCURING SPELL TO PREVENT ME FROM SENSING HIS RETURN...
...BUT AT THIS CLOSE PROXIMITY, ALL I NEED TO DO IS FOLLOW THE STENCH OF HELL.

THE PALACE OF FINE ARTS.
HE SEEMS TO BE SUMMONING THE INFECTED TO HIM.
HE'S AWARE OF MY PRESENCE. LET'S HOPE THAT'S A RECENT PHENOMENON AND WE CAN STILL STOP HIM.
PANDEMONIUM! RELEASE THESE INNOCENT SOULS!
NOW, STEPHEN. YOU KNOW THERE'S NO SUCH THING.
IS THERE A LIMIT TO THE DEMONS CONTAINED WITHIN HIS BODY?
NO. THE HOLE IN HIS CHEST IS A GATEWAY TO HELL.
TRUE. AND THE DEFINING CHARACTERISTIC OF HELL IS, IT SUCKS. UNLESS YOU RULE IT.
BUT THE BEINGS WHO LORD OVER THE HELL DIMENSIONS ARE POWERFUL. TOO POWERFUL FOR ME, IF I'M HONEST.
SO I THOUGHT I'D MAKE MY OWN HELL...RIGHT HERE.
YOUR HELL, LIKE YOUR HEART, WILL BE SMALL, LONELY AND COLD...
...WITHIN THE ICY TENDRILS OF IKTHALON!
WELL, CRAP. HIS HELLFIRE IS STRONG. THE MORE SOULS HE HAS IN HIS THRALL, THE MORE POWERFUL HE BECOMES.
FWOOARRR
ONE SIDE. I WILL END THIS.
AS I SAID, MAGIC IS ENERGY.
AND THIS SPHERE WILL BLOCK ENERGY TO OR FROM PANDEMONIUM. SO HIS ENSLAVED FOLLOWERS CAN NO LONGER STRENGTHEN HIM.

IDIOT. MY BODY IS A GATEWAY TO HELL!
AT ANY GIVEN MOMENT, I CAN FEEL THOUSANDS OF DEMONS CRAWLING THROUGH MY RIBS, MY STOMACH, MY HEART.
YOU WILL MEET THEM ALL!
YOU'RE RIGHT, STRANGE. THE NUMBER OF PEOPLE HE CONTROLS HAS MADE HIM TOO STRONG. AND NOW HE HIDES BEHIND THEM.
I CAN INCAPACITATE THEM, PERHAPS WITH A FULL-POWER SONIC BLAST--
NO! THE RISK OF HURTING THEM IS TOO GREAT.
PERHAPS IT'S TIME TO THINK LESS OF THOSE ALREADY ENSLAVED AND MORE ABOUT SAVING THE ONES WHO AREN'T.
PANDEMONIUM USES THESE PEOPLE AS SHIELDS WHILE HIS OTHER MINIONS ARE OUT GROWING THEIR NUMBER BY THE MOMENT. WE MUST STOP THIS WHILE WE CAN!
AS COLD AND CALCULATING AS EVER, EH, OCTAVIUS? I REFUSE YOUR FALSE CHOICE. I WILL FREE THEM ALL--
--BY THE OMNIPOTENCE OF THE OCTESSENCE!
THRAZZATTT
HE'S CALLING THE INFECTED TO HIM! KEEP THEM BACK!
I'M TRYING...THAT SPELL TOOK A LOT OUT OF ME...
FOOLS. YOU STILL DON'T COMPREHEND WHAT I'M DOING HERE.
THESE PEOPLE AREN'T HUMAN SHIELDS OR POWER BATTERIES.
THEY ARE PART OF ME.

WELCOME TO PANDEMONIUM...
...THE PLACE OF ALL THE DEMONS!



#1 VARIANT
BY MIKE HAWTHORNE & JORDIE BELLAIRE